

Form PTO-1595

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET
PATENTS ONLYU.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):

Surgical Dynamics Inc.

2. Name and address of receiving party(ies)

Name: Howmedica Osteonics Corp.

Internal Address: _____

Street Address: _____

59 Route 17

City: AllendaleState: NJZip: 07401Additional name(s) &
address(es) attached:☐ Yes ☒ NoAdditional name(s) of conveying party(ies)
attached?☐ Yes ☒ No

3. Nature of Conveyance:

☐ Assignment☒ Merger☐ Security Agreement☐ Change of Name☐ Other _____Execution Date: July 1, 2002

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the new application is: _____

A. Patent Application No.(s):

08/064,547 08/856,916 08/988,331

B. Patent No.(s): _____

Additional numbers attached? ☒ Yes ☐ No5. Name and address of party to whom correspondence
concerning document should be mailed:Name: LERNER, DAVID, LITTENBERG, KRUMHOLZ &
MENTLIK, LLP

Internal Address: _____

Street Address: 600 South Avenue WestCity:
WestfieldState: NJ Zip: 070906. Total number of applications and
patents involved: 307. Total fee (37 CFR 3.41) \$ 1200.00☐ Enclosed☒ Authorized to be charged to deposit account☐ Authorized to be charged to credit card
(Form 2038 enclosed)8. Deposit account number: 12-1095

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy
is a true copy of the original document.*Keith E. Gilman

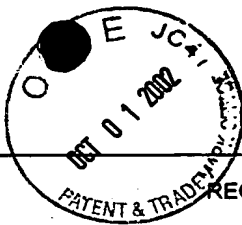
Name of Person Signing

Keith E. Gilman
Signature8/22/02
DateTotal number of pages including cover sheet, attachments, and documents: 8

JIC 3700 MAIL ROOM

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Form PTO-1595

RECORDATION FORM COVER SHEET
(continued)

Additional Applications and/or Patents (4. Continued):

Additional Patent Application Numbers

4A. Continued:

09/358,188
09/436,955
09/487,942
09/543,288
09/545,320
09/718,968
09/778,179
09/788,693
09/789,902
09/790,043
09/815,068
09/815,500
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09/817,930
09/921,876
09/968,694
10/001,695
10/004,969
10/012,127
10/041,541
10/091,708
10/118,205
10/157,649
10/159,235
60/351,248
60/351,465
60/385,994

Additional numbers attached? No

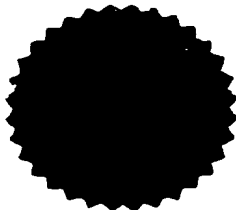
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SURGICAL DYNAMICS INC.", A DELAWARE CORPORATION,

WITH AND INTO "HOWMEDICA OSTEONICS CORP." UNDER THE NAME OF "HOWMEDICA OSTEONICS CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2065103 8100M

020429727

AUTHENTICATION: 1865492

DATE: 07-02-02

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
SURGICAL DYNAMICS INC.
INTO
HOWMEDICA OSTEONICS CORP.**

**UNDER SECTION 253 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE**

Pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the "DGCL"), Howmedica Osteonics Corp., a corporation organized and existing under the laws of the State of New Jersey (the "Corporation"), hereby executes the following Certificate of Ownership and Merger and certifies as follows:

1. The Corporation owns all of the outstanding shares of each class of stock of Surgical Dynamics Inc., a corporation organized and existing under the laws of the State of Delaware ("SDI").
1. The Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent dated July 1, 2002, determined to merge SDI into itself (the "Merger"):

RESOLVED, that it is hereby determined to be advisable and for the benefit of this Corporation that this Corporation merge into itself, and assume all of the liabilities and obligations of, its wholly owned subsidiary, Surgical Dynamics Inc., a Delaware corporation ("SDI"), pursuant to the Agreement and Plan of Merger, dated as of July 1, 2002, between this Corporation and SDI in the form submitted to the undersigned.

RESOLVED, that this Corporation shall cause to be executed, filed and recorded the documents prescribed by the laws of the State of New Jersey and the State of Delaware and will cause to be performed all other necessary and appropriate acts to carry out the purposes of the foregoing resolution.

3. The Corporation hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of SDI, as well as for enforcement of any obligation of the Corporation arising from the Merger, and the Corporation hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings and a copy of such process shall be mailed by the Secretary of State to Howmedica Osteonics Corp. at the following address: 59 Route 17, Allendale, New Jersey 07401-1677.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as the act and deed of the Corporation this 1st day of July, 2002, and affirms the statements contained herein are true under the penalties of perjury.

HOWMEDICA OSTEONICS CORP.

By:



Name: Edward B. Lyles
Title: Group President

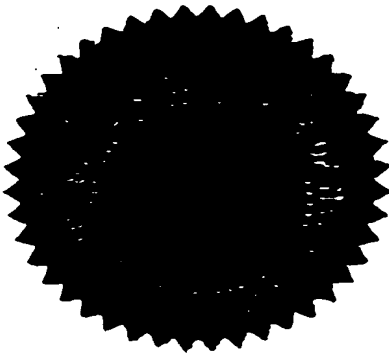
NY 60341

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

HOWMEDICA OSTEONICS CORP.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office
July 1, 2002
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

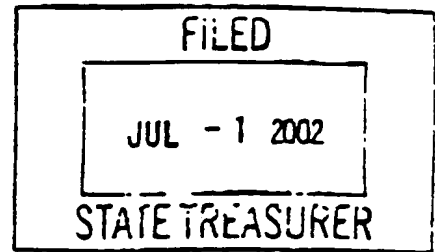
IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
2nd day of July, 2002



A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E McCormac, CPA
State Treasurer

**CERTIFICATE OF MERGER
OF
SURGICAL DYNAMICS INC.
AND
HOWMEDICA OSTEONICS CORP.**



**To the Secretary of State
State of New Jersey**

Pursuant to the provisions of Section 14A:10-5.1 of the New Jersey Business Corporation Act, it is hereby certified that:

1. The names of the merging corporations are Howmedica Osteonics Corp., which is a business corporation of the State of New Jersey, and Surgical Dynamics Inc., which is a business corporation of the State of Delaware and a wholly owned subsidiary of Howmedica Osteonics Corp.

2. Howmedica Osteonics Corp. will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.

3. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Surgical Dynamics Inc. with and into its parent corporation, Howmedica Osteonics Corp., as approved by unanimous written consent of the directors of Howmedica Osteonics Corp. dated July 1, 2002.

4. The number of outstanding shares of Surgical Dynamics Inc. is 10, all of which are of one class and are owned by Howmedica Osteonics Corp.

5. The applicable provisions of the General Corporation Law of the State of Delaware, the jurisdiction under which Surgical Dynamics Inc. was organized, with respect to

the merger herein provided for will, upon compliance with filing and recording provisions, have been complied with.

Executed on July 1, 2002.

HOWMEDICA OSTEONICS CORP.

By: Edward B. Lipes
Edward B. Lipes, Group President